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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
SEARS HOLDINGS CORPORATION, et al.,	:
	:
	:
Debtors.¹	:
-----X	

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF WITHDRAWAL OF CONTRACT
FROM THE NOTICE OF REJECTION OF EXECUTORY CONTRACTS**

PLEASE TAKE NOTICE that, on April 22, 2019, Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Notice of Rejection of Executory Contracts* (ECF No. 3311) (the “**Rejection Notice**”)², notifying applicable counterparties that the Debtors intend to reject the Contracts listed on Schedule 1 to the proposed Rejection Order attached as Exhibit A to the Rejection Notice (“**Schedule of Rejected Contracts**”).

PLEASE TAKE FURTHER NOTICE that the Contract listed on **Exhibit A** hereto (the “**Removed Contract**”) is hereby removed from the Schedule of Rejected Contracts.

PLEASE TAKE FURTHER NOTICE that, other than the removal of the Removed Contract from the Schedule of Rejected Contracts, the Rejection Notice remains unaffected.

PLEASE TAKE FURTHER NOTICE that Transform Holdco LLC has consented to the filing of this notice which effectuates the withdrawal of the Rejection Notice as to the Removed Contract without prejudice, and the Debtors are not seeking to reject the Removed Contract at this time. The Debtors reserve all rights with respect to the Removed Contract.

PLEASE TAKE FURTHER NOTICE that this notice will be provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405), including service on the counterparty listed on **Exhibit A**. The Debtors submit that no other or further notice need be provided.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Rejection Notice.

Dated: May 6, 2019
New York, New York

/s/ Jacqueline Marcus

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Exhibit A

Ref #	ECF No. (Cure objection asserted by counterparty)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date
300	1842	Sears Holdings Management Corporation	Microsoft	IT - MICROSOFT - CW2320569 - ENTERPRISE SUBSCRIPTION ENROLLMENT (DIRECT) - 2011	CW2320569	11/28/2016	06/30/2020